

# Exhibit 1

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
 )  
W. R. GRACE & CO., *et al.*<sup>1</sup> ) Case No. 01-1139 (JKF)  
 ) Jointly Administered  
Debtors. )  
 ) [Related Docket Nos. 9315]

**ORDER APPROVING STIPULATION CONCERNING WITHDRAWAL OF CLAIMS**

Upon consideration of the *Stipulation Concerning Withdrawal Of Claims* (the "Stipulation"), attached hereto as Exhibit A, and good cause appearing therefore,

IT IS HEREBY ORDERED THAT the Stipulation is approved; and it is further ORDERED that the claims listed on the Stipulation are withdrawn ; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or relating to this order.

Dated: \_\_\_\_\_, 2005

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Honorable Judith K. Fitzgerald  
United States Bankruptcy Court Judge

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

# Exhibit A

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
 )  
W.R. GRACE & CO., et al.,<sup>1</sup> ) Case No. 01-1139 (JJF)  
 ) (Jointly Administered)  
 )  
Debtors. )

**STIPULATION CONCERNING WITHDRAWAL OF CLAIMS**

This stipulation is entered into this 16th day of December, 2005, between (i) W.R. Grace & Co. and its affiliates (collectively, the "Debtors") and (ii) the claimants identified on the claims listed below in Paragraph 2 (collectively, the "Claimants"). In consideration of the matters set forth herein and under the following terms and provisions, it is hereby stipulated and agreed between the Claimants and the Debtors as follows:

1. On April 22, 2002, this Court issued its Bar Date Order which established March 31, 2003 as the Bar Date for the filing of certain pre-petition (a) non-asbestos, (b) asbestos property damage and (c) medical monitoring claims.

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

2. The Claimants filed proofs of claim against the Debtors identified as Claim Nos. 7014, 7015, 7016, 7017, 7010, 6979, 7011, 7012, 7013, 7003, 7004, 7005, 7006, 7007, 7008, 7009, 6990, 6997, 6999, 7000, 7001, 7002, 6989, 6985, 6991, 6992, 6993, 6994, 6996, 6998, 6980, 6981, 6982, 6983, 6984, 6986, 6995, 6988, and 6987.

3. On September 1, 2005, the Debtors filed their Fifteenth Omnibus Objection to Claims (the "15<sup>th</sup> Omnibus Objection") in which the Debtors sought to disallow and expunge Claim Nos. 7014, 7015, 7016, 7017, 7010, 6979, 7011, 7012, 7013, 7003, 7004, 7005, 7006, 7007, 7008, 7009, 6990, 6997, 6999, 7000, 7001, 7002, 6989, 6985, 6991, 6992, 6993, 6994, 6996, 6998, 6980, 6981, 6982, 6983, 6984, 6986, 6995, 6988, and 6987.

4. The Claimants have chosen to refrain from contesting the 15<sup>th</sup> Omnibus Objection and, instead, have agreed to voluntarily withdraw Claim Nos. 7014, 7015, 7016, 7017, 7010, 6979, 7011, 7012, 7013, 7003, 7004, 7005, 7006, 7007, 7008, 7009, 6990, 6997, 6999, 7000, 7001, 7002, 6989, 6985, 6991, 6992, 6993, 6994, 6996, 6998, 6980, 6981, 6982, 6983, 6984, 6986, 6995, 6988, and 6987.

5. Claimants' withdrawal does not constitute an admission with respect to any facts or arguments contained in the 15<sup>th</sup> Omnibus Objection.

6. Each party executing this Stipulation represents that such party has the full authority and legal power to do so. This Stipulation may be executed in counterparts and each such counterpart together with the others shall constitute one and the same instrument. The parties further agree that facsimile signatures hereon shall be deemed to be original signatures. This Stipulation shall be binding upon and inure to the benefit of each of the parties, and upon their respective assignees, successors and/or partners.

7. This Stipulation constitutes the complete expression of the agreement of the parties hereto concerning the subject matter hereof, and no modification of or amendment to this Stipulation shall be valid unless it is in writing and signed by the party or parties to be charged.

8. The Bankruptcy Court shall retain jurisdiction to enforce this Stipulation and all matters relating hereto.

9. The Debtors shall direct the Claims Agent, Rust Consulting, Inc., to mark the Claims Register to reflect the matters set forth herein..

**STIPULATED AND AGREED:**

**THE CLAIMANTS.**

By: Kenneth M. Miskin

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**W. R. GRACE & CO., et al.**

By: J. B.

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-and-

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